Company Number: 1986430

# Wainhomes Limited

Report and Financial Statements

31 December 2001

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# Report of the directors

The directors present their report and the audited financial statements for the period from 1 July 2000 to 31 December 2001.

## Principal activity and review of the business

The company's principal activity during the period continued to be housebuilding up until 1 July 2001, when all the trade and assets were transferred to Wilcon Homes Limited. The company became dormant after this date.

The directors have changed the year end from 30 June to 31 December to be in line with the group headed by Wilson Connolly Holdings Plc, the company's ultimate parent company. Therefore the financial statements for the period ended 31 December 2001 are for an 18 month period whereas the comparative figures are for a 12 month period.

#### Results and dividends

Results for the period are shown in the profit and loss account on page 5.

The directors recommend a final ordinary dividend of £Nil (2000: £Nil). However an interim dividend of £38,994,000 has been paid during the period.

#### Directors and directors' interests

The Directors holding office during the period are as follows:

W Ainscough	(resigned 10 May 2001)
J Cassidy	(resigned 10 May 2001)
SJ Owen	(resigned 25 June 2001)
JF Tutte	(appointed 10 May 2001, resigned 26 October 2001)
RD Green	(appointed 10 May 2001)
GR McCallum	(appointed 21 December 2001)

No director had any beneficial interest in the shares of the company.

Messrs RD Green and GR McCallum are directors of Wilson Connolly Holdings Plc and their group interests are shown in the financial statements of that company.

#### Political and charitable donations

During the period, the company made charitable donations totalling £4,165 (2000: £29,729).

#### Trade creditors

The company supports the Prompt Payment Code published by and available through the CBI. It agrees payment terms with its suppliers when it enters into purchase contracts and adheres to those terms provided goods or services are in accordance with the agreed Terms and Conditions. As at 31 December 2001, there were no trade creditors (30 June 2000: 51 days purchases).

# Report of the directors (continued)

### **Auditors**

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

21 October 2002

CJ Nunn

Secretary

Thomas Wilson House Tenter Road Moulton Park Northampton NN3 6QJ

# Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

# Report of the independent auditor, KPMG Audit Plc, to the members of Wainhomes Limited

We have audited the financial statements on pages 5 to 17.

## Respective responsibilities of directors and auditor

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

## Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the 18 month period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

Chartered Accountants Registered Auditor

KAME Cusht Pic

Milton Keynes

28 October 2002

Profit and loss account	Pe	riod ended	Year ended
for the period ended 31 December 2001	31	December	30 June
		2001	2000
	Notes	0003	0003
Turnover	2	139,190	153,087
Cost of sales		(103,957)	(113,604)
Gross profit		35,233	39,483
Administrative expenses		(16,986)	(15,001)
Operating profit	3	18,247	24,482
Interest receivable	6	1,608	1,253
Interest payable	7	(1,154)	(1,290)
Profit on ordinary activities before taxation		18,701	24,445
Taxation on profit on ordinary activities	8	(6,003)	(7,293)
Profit for the financial period		12,698	17,152
Dividends	9	(38,994)	
Retained (loss)/profit for the financial period	20	(26,296)	17,152

### **Discontinued operations**

On 1 July 2001, the trade and assets were transferred to Wilcon Homes Limited at net book value. The company becoming dormant after this date. The results above therefore relate wholly to discontinued operations.

## Statement of total recognised gains and losses

The company had no recognised gains and losses other than the result for the above two financial periods.

## Note of historical cost profit and losses

There is no material difference between the result disclosed above and the result on a historical cost basis.

Balance sheet As at 31 December 2001	Notes	2001 £000	2000 £000
Fixed assets			
Tangible fixed assets	11	-	2,611
Investments	12	32,228	32,537
		32,228	35,148
Current assets			
Land held for development		-	123,741
Stocks	13	-	38,124
Debtors	14	-	7,221
Cash at bank and in hand		-	12,405
		-	181,491
Creditors: amounts falling due within one year	15	(2,199)	(138,730)
Net current liabilities		(2,199)	(42,761)
Total assets less current liabilities		30,029	77,909
Creditors: amounts falling due after more than			
one year	16	•	(21,584)
Net assets		30,029	56,325
Capital and reserves			
Called up share capital	17	6,311	6,311
Share premium	18	29,216	29,216
Capital reserves	19	190	190
Profit and loss account	20	(5,688)	20,608
Equity shareholders' funds	21	<u>30,029</u>	56,325

These financial statements were approved by the board of directors on 21 October 2002 and were signed on its behalf by:

RD Green Director

# Notes to the financial statements At 31 December 2001

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements except as noted below under turnover. The company has adopted FRS 18 'Accounting Policies' in these financial statements. The adoption of this standard has not required a restatement of the comparative figures. The company has followed the transitional arrangements of FRS 17 'Retirement benefits' in these financial statements.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention. A summary of the more important accounting policies, which have been applied consistently, is set out below.

### Basis of preparation

The financial statements contain information about Wainhomes Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Wilson Connolly Holdings Plc, a company registered in England and Wales.

#### **Turnover**

Revenue from the sale of houses is recognised at the stage of legal completion.

#### Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life at the following principal rates:

Buildings 2%
Plant and machinery 10%-33.33%
Motor vehicles 20%-25%
Fixtures and fittings 25%

#### Land held for development and work in progress

Land held for development and houses under construction are stated at the lower of cost and net realisable value.

#### Investment in ground rents

The investment represents the reversionary freehold interest in respect of land that has been sold on a long leasehold basis. The amount capitalised represents the equivalent of five years ground rent receivable on the leases.

### Notes to the financial statements

### 1 Accounting policies (continued)

#### **Taxation**

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required by accounting standards, full provision without discounting is made for all timing differences which have arisen but not reversed at the balance sheet date.

### **Operating leases**

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

#### **Pensions**

The company participates in the defined contribution pension scheme and the defined benefit pension scheme of Wilson Connolly Holdings Plc and Wainhomes Plc pension scheme. The fund is valued every three years by a professionally qualified independent actuary.

Contributions to the company's defined benefit scheme are charged to the profit and loss account in order to allocate the cost of providing the pensions, recognising any actuarial surplus or deficiency (where appropriate), over the working lives of the relevant employees as assessed in accordance with the advice of a professionally qualified actuary.

Contributions to the company's defined contribution scheme representing the amounts payable in respect of the accounting period are charged to the profit and loss account. The assets of the scheme are held separately in an independently administered fund.

#### Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that its ultimate parent company includes the company in its own published consolidated financial statements.

#### 2 Turnover

Turnover is attributable to one discontinued activity and all sales were made in the United Kingdom.

# Notes to the financial statements

3	Profit on ordinary activities before taxation	Period ended 31 December 2001 £000	Year ended 30 June 2000 £000
	This is stated after (crediting)/charging:	2000	2000
	Profit on disposal of fixed assets	(16)	(182)
	Depreciation of owned fixed assets	536	607
	Operating lease rentals – plant and machinery	368	459
	Operating lease rentals – land and buildings	25	49
	Auditors remuneration - audit	56	66
	Auditors remuneration - other	63	36
4	Directors' emoluments	Period ended	Year ended
		31 December	30 June
		2001	2000
		0003	0003
	Emoluments	4,220	657
	Highest paid director:		
	Emoluments	<b>2,010</b>	<u>289</u>
	Number of directors in company pension schemes	2001	2000
		Number	Number
	Defined benefit schemes	2	2
5	Staff costs and numbers	Period ended	Year ended
3	Start costs and numbers	31 December	30 June
		2001	2000
		£000	0003
	Wages and salaries	12,116	11,333
	Social security costs	1,395	1,178
	Other pension costs	284	438
		13,795	12,949
	Average number of employees		
	Housebuilding	246	460

# Notes to the financial statements

6	Interest receivable	Period ended 31 December 2001 £000	Year ended 30 June 2000 £000
	Other		
7	Interest receivable	Period ended	Year ended
		31 December	30 June
		2001	2000
		0003	\$000
	Bank loans and overdrafts	1,154	1,290
8	Tax on profit on ordinary activities	Period ended	Year ended
		31 December	30 June
		2001	2000
		\$000	0003
	UK corporation tax at 30.0% (2000: 30.0%)	6,003	5,829
	Adjustments relating to prior year	-	(167)
	Group relief	-	1,631
		6,003	7,293

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (30.0%). The differences are explained below:

	Period ended	Year ended
	31 December	30 June
	2001	2000
	000£	£000
Profit on ordinary activities before tax	18,814	24,445
Profit on ordinary activities multiplied by the standard rate of		
corporation tax in the UK of 30.0% (2000: 30.0%)	5,644	7,334
Effects of:		
Tax effect of cap allowance	57	-
Profit on properties sale offset by losses brought forward	(75)	-
Tax adjustment of provisions	(1,119)	-
Other timing differences	1,496	(41)
	6,003	7,293

## Notes to the financial statements

9	Equity dividends	Period ended	Year ended
		31 December	30 June
		2001	2000
		€000	€000
	Equity dividends on ordinary shares - interim paid	38,994	

#### 10 Sale of business

On 30 June 2001, the trade and assets of the company were transferred to Wilson Connolly Limited (formerly Wilcon Homes Limited), a company within the Wilson Connolly Group.

The net assets of the company at the transfer date were £30,142,000. This includes £32,228,000 of investments which have not been transferred. Therefore net liabilities of £2,086,000 were transferred. The consideration for the net liabilities was a non-interest bearing intercompany loan, repayable on demand for £2,086,000. There was no profit of loss on the transfer.

11	Tangible fixed assets	Leasehold land and buildings £000	Freehold land and buildings £000	Plant and machinery £000	Total £000
	Cost				
	At 1 July 2000	300	1,244	3,013	4,557
	Additions	-	765	442	1,207
	Transfers between group				
	companies	(300)	(1,365)	(2,612)	(4,277)
	Disposals	-	(644)	(843)	(1,487)
	At 31 December 2001				-
	Depreciation				
	At 1 July 2000	62	143	1,741	1,946
	Charge for the period	6	31	499	536
	Transfers between group				
	companies	(68)	(139)	(1,798)	(2,005)
	On disposals	-	(35)	(442)	(477)
	At 31 December 2001	-	•	-	
	Net book value				
	At 31 December 2001				-
	At 30 June 2000	238			2,611

## Notes to the financial statements

12	Fixed asset investments	Loan stock in subsidiary undertakings	Shares in subsidiary undertakings	Ground rents	Total
		0003	€000	€000	£000
	Cost				
	At 1 July 2000	6,370	25,971	196	32,537
	Transfers between group				
	companies	-	-	(150)	(150)
	Disposals	-	(113)	(46)	(159)
	At 31 December 2001	6,370	25,858	-	32,228
	At 1 July 2000 Transfers between group companies Disposals	6,370 - -	25,971 - (113)	196 (150) (46)	32,5 (1 (1

## Loan stock in subsidiary undertakings

The loan stock does not carry interest and is redeemable at par at the company's option or at any time by tender or private bargain at the issuer's option.

# Company shares in subsidiary undertakings

The company holds 100% of the ordinary £1 share capital of the following companies, all of whom are registered in England and Wales.

Wainhomes (Chester) Limited	Dormant
Wainhomes (Central) Limited	Dormant
Wainhomes (Yorkshire) Limited	Dormant
Wainhomes (Southern) Limited	Dormant
Wainhomes (Lancashire) Limited	Dormant
Wainhomes Group Limited	Dormant
Whelmar (North Wales) Limited	Dormant
Wain Estates Limited	Land purchaser

13	Stocks	2001 £000	2000 £000
	Work in progress		38,124

The difference between purchase price or production cost of sales and their replacement cost is not material.

# Notes to the financial statements

14	Debtors	2001	2000
		£000	\$000
	Trade debters		7.7
	Trade debtors	-	757
	Amounts owed by parent company	-	694
	Amounts owed by group undertakings	-	4,541
	Other debtors	•	1,217
	Called up share capital not paid		12
			7,221
15	Creditors: amounts falling due within one year	2001	2000
	<b>3 3 3 3</b>	£000	€000
	Bank loans and overdrafts	•	2
	Trade creditors	-	18,342
	Corporation tax	-	4,275
	Other taxes and social security costs	-	571
	Land creditors	-	38,203
	Accruals and deferred income	-	4,702
	Due to parent company	-	1,522
	Amounts owed to group undertakings	2,199	109
	Amounts due to subsidiary undertakings	-	71,004
		2,199	138,730
16	Chaditans, amounts falling due often more than any year	2001	2000
10	Creditors: amounts falling due after more than one year		
		€000	000£
	Land creditors		21,584
		<del></del>	
	Land creditors are payable between:		40.450
	1-2 years	-	13,450
	2-5 years	-	6,929
	Over 5 years		1,205
			21,584

# Notes to the financial statements

17	Share capital	2001	2000	2001	2000
	A .4	No	No	€000	0003
	Authorised: Ordinary shares of 10p each	100,000,000	100,000,000	10,000	10,000
		2001	2000	2001	2000
		No	No	0003	£000
	Allotted, called up and fully paid	d:			
	Ordinary shares of 10p each	63,106,003	63,106,003	6,311	6,311
18	Share premium			2001	2000
				\$000	£000
	At start and end of period			29,216	29,216
19	Capital reserve			2001	2000
	•			€000	€000
	At start and end of period			190	190
20	Profit and loss account			2001	2000
				€000	0003
	At start of period			20,608	3,456
	Retained (loss)/profit			(26,296)	17,152
	At end of period			(5,688)	20,608
21	TD			2001	2000
21	Reconciliation of movements i	n shareholders	funds	2001	2000
				0003	000£
	At start of period			56,325	39,173
	Profit for the financial period			12,811	17,152
	Dividends			(38,994)	-
	At 31 December			30,142	56,325

## 22 Pension commitments

The company contributes to the Wainhomes Plc Pension Scheme and Wilson Connolly Holdings Defined Contribution Pension Scheme. The Wainhomes Plc Pension Scheme's last actuarial valuation was carried out as at 1 April 1998.

## Notes to the financial statements

#### 22 Pension commitments (continued)

The assumptions which had the most significant effect on the pension cost for the schemes are set out below:

	Wainhomes
	Plc Pension
	Scheme
	(% per
	annum)
Investment return on investments in respect of:	
Future accrual	9.00
Accrued benefits	9.00
Rate of increase in salaries	7.00
Rate of price inflation	5.00
Rate of dividend growth	4.75

At the date of the valuation of the Wainhomes Plc Pension Scheme, the total market value of the assets of the scheme was £6.1m. The actuarial value of the assets was sufficient overall to cover 90% of actuarial value of the benefits that had accrued to members.

Statement of Standard Accounting Practice Number 24 'Accounting for Pension Costs' requires that the costs of providing pensions are recognised over the period benefiting from the employees' services, with any difference between the charge to the profit and loss account and the contributions paid to the scheme being shown as an asset or liability in the balance sheet.

The participating companies in the Wainhomes Plc Pension Scheme have contributed at the rate of 10.6% of Pensionable Earnings plus death in service insurance premiums. The employees have contributed at the rate of 6% of basic salaries. The total pension cost, assessed in accordance with the advice of qualified independent actuaries using the projected unit method in respect of this scheme was £190,000 (2000: £208,000).

The disclosures required under the transitional arrangements within FRS 17 'Retirement Benefits' have been calculated by qualified independent actuaries. The financial assumptions used at 31 December 2001 were:

	(% per annum)
Rate of increase in salaries	4.00
Rate of increase in pensions – LPI*	2.50
Discount rate	5.75
Rate of price inflation	2.50
* other pension increases are assumed to be at the guaranteed rates	<del></del>

## Notes to the financial statements

## 22 Pension commitments (continued)

The disclosures have been based on the most recent full actuarial valuations of the Schemes updated to 31 December 2001.

	Expected rate	Market
	of return	value
	%	0003
The assets of the Wainhomes Plc Pension Scheme as at 31		
December 2001 with the expected rates of return at 31		
December 2001 were:		
Equities	7.75	5,500
Bonds	5.00	1,000
Other	4.50	400
Total		6,900

The following amounts at 31 December 2001 were measured in accordance with the requirements of FRS 17:

Total market value of scheme's assets	6,900
Present value of the scheme's liabilities	(11,400)
Deficit in the schemes	(4,500)
Related deferred tax asset	1,400
Net pension liabilities	(3,100)

000£

### 23 Contingent liabilities

The company's bank account is subject to a right of set off against the accounts of the holding company and fellow subsidiary undertakings. In addition, the company has given cross guarantees to the group's bankers securing the borrowings of the other subsidiary undertakings. At 31 December 2001, the group had net borrowings of £240 million (2000: £135 million).

### Notes to the financial statements

### 24 Related Party disclosures

All of the company's voting rights are controlled within the group headed by Wilson Connolly Holdings Plc. The company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Wilson Connolly Holdings Plc, within which this company is included, can be obtained from the address given in note 25.

During the period, the company sold a house to J Cassidy, a former director, for £118,000. The amount paid was considered a fair price for the house and was sold on the same terms as that offered to the general public. In addition, a further £2,000 was paid for internal furnishings, which again was considered a fair price. No balance was outstanding at the period end.

# 25 Controlling parties

The company is a subsidiary of Wilson Connolly Holdings Plc which is registered in England and Wales.

The smallest and largest group in which the results of the company are consolidated is that headed by Wilson Connolly Holdings Plc. The consolidated accounts of the ultimate parent company are available to the public and may be obtained from Thomas Wilson House, Tenter Road, Moulton Park, Northampton, NN3 6QJ or from the company's website at www.wilsonconnolly.co.uk.